

EXHIBIT 5

(additions are underlined; deletions are [bracketed])

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**Chicago Board Options Exchange, Incorporated
Rules**

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Rule 2.50. Reserved. [Policy with Respect to National Stock Exchange, Inc.]

National Stock Exchange, Inc. ("NSX") is a self-regulatory organization registered under Section 6 of the Exchange Act and a wholly owned subsidiary of CBOE Stock Exchange LLC ("CBSX"), in which the Exchange has a partial ownership interest. NSX will be, and remain, a self-regulatory organization and as such will have statutory authority and responsibility concerning, among other things, the operation of its market and regulation of its members. For so long as the Exchange is a partial owner of CBSX and CBSX controls NSX:

- (a) The Exchange will exercise its powers as a partial owner of CBSX to support the fulfillment by NSX of its self-regulatory obligations, including the appropriate allocation by NSX of such financial, technological, technical and personnel resources as may be necessary or appropriate for NSX to meet its obligations under the Exchange Act.
- (b) It will be the policy of the Exchange, as partial owner of CBSX, to refrain from taking any action to the extent related to NSX's activities that, to the best of its knowledge, would impede, delay, obstruct, or conflict with efforts by NSX to carry out its self-regulatory obligations under the Exchange Act and the rules and regulations thereunder.]

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